

**Special General Meeting of Members  
Youth Science Foundation Canada**

Wednesday, May 16, 2007 @ 13:30  
Nova Scotia Community College, Library  
Truro, Nova Scotia

**MINUTES**

Meeting called to order at 13:43 by Lorne Heslop.

1. Welcome by Lorne – extended tribute to Host Committee.

Objective – required by bylaws

- a. review future plans and direction
- b. financial report
- c. bylaw amendments
- d. all info sent out before meeting, in accordance with legal requirements
- e. copies of 2006 AGM & SGM minutes included in package and on back table
- f. majority of meeting in English if no objections, but will answer questions in French if required

Facilitator – A motion was passed in 2004 requiring YSF to have a facilitator chair the SGM. This has been done for the past two years with moderate success. This year a facilitator was not available so Lorne will perform this function rather than act as Board Chair.

Lorne indicated that he has enjoyed working with YSF and watching it grow – thanks to hard work of everyone. Reni has a group with a shared vision, which makes his work possible and will continue to strengthen the organization.

Agenda approved with changes.

2. Scrutineer Report – Gerry Cooke.
  - a. Thanks to his four helpers at registration tables
  - b. 62 Members present, including proxies
  - c. quorum of 15 is exceeded
  - d. meeting declared open
3. Approval of May 17, 2006 SGM minutes:
  - a. moved by Greg Moore , Chatham-Kent

b. seconded by Scott Berry – Quinte  
MOTION CARRIED UNANIMOUSLY

4. Executive Director Report – Reni Barlow.
  - a. most significant development by YSF Canada is change to staffing – Lori Murray now full time as an assistant – doing wonderful job and providing tremendous support in office
  - b. Liette Philippe continues as travel plan coordinator and has new role of coordinating YSF events at CWSF, including documentation of requirements for CWSF & YSF events. She has been responsible for some of new YSF signage and for support of YSF and CWSF host committees – thanks to both
  - c. Board of Directors
    - i. has refined Ends (goals) of organization – read to group
  - d. Regions – 99 active, affiliated regions – growth of 4 regions this year (not all at fair, but will be at CWSF 2008)
  - e. SMARTS – continued to develop program connecting youth with other youth – Joshua at CWSF; Motorola Canada added as sponsor of SMARTS
  - f. Vector – way to reach 2.5 million youth – provides online database of science and technology programs, including universities – AECL is sponsor; sponsorship recruited for specific programs
  - g. Team Canada very successful – 900 invitations sent to former CWSF participants in fall – 65 responses. 35 short-listed candidates were reviewed for 16 finalists sent to ISEF this week; finalists brought to Toronto for team-building and to present projects to university faculty (UOIT) and each other; a large media event held in downtown Toronto at MaRS Discovery Facility – much media attention this year
  - h. Awareness – two mailings a year to over 11,000 schools from grade 7-12 – fall and March (Youth Science Month)
    - i. highlight work of regions during March mailing lists all RSFs on the back
  - i. CWSF is premier program – Truro committee has been “delightful” to work with
    - i. two site visits (October and March)
    - ii. close cooperation between YSF & host committee results in excellent fair
    - iii. continue to work with future host committees – Ottawa, Winnipeg, Peterborough
  - j. very successful year of consolidating programs, sponsorships, communications – in 2008, plan to focus on building stronger relations with provincial and regional organizations in supporting youth science
  - k. announcement – Saturday, May 19<sup>th</sup> EnCana is sponsoring breakfast to meet the 3 Platinum Award winners

- i. will be held in Riverview Room off to the side of NSCC cafeteria
- ii. 70 invitations available in YSF Canada office
- iii. winners will speak about their projects, but primarily about how the ideas were developed

5. Treasurer's Report –Thomas Lee (by phone).
  - a. SGM minutes for past 2 years, have shown YSF turnaround
  - b. 2004 = break-even; 2005 = deficit (to support capacity-building); 2006 = surplus \$87K
  - c. strong cash position
  - d. revenue increased to \$1.5 million, expenses decreased by 8.5%
  - e. revenue due to sponsorship and donations
  - f. work on sponsorship beginning to show results
  - g. fundraising costs 3% of total costs
  - h. general position remains strong
  - i. \$274,000 net position
  - j. 1-page financial overview provided and is available on website
  - k. call for questions – none
  
6. Election of Directors – Fraser Head.
  - a. chaired nominating committee for appointment of directors for coming year
  - b. as per by-laws, every year nomination committee set-up
  - c. normally chaired by Vice-Chair, but Antoine was up for election, so Fraser chaired
  - d. committee included Carole Charlebois, Reni Barlow, Marilyn Webster and Liesbeth Leatherbarrow of Calgary region.
  - e. nominations closed March 15 – only 3 nominations for three positions – nominations for Lorne Heslop, Bob Grant, Antoine Garwah – nomination committee met and accepted nominations
  - f. notified Members of results April 15<sup>th</sup>
  - g. asked if anyone objected to combining all three for acclamation – none
  - h. Moved that the three candidates for the Board of Directors – Lorne Heslop, Bob Grant and Antoine Garwah – be elected by acclamation
  - i. moved by Greg Moore, Chatham-Kent
  - j. seconded by Chuck Buckley, Calgary Youth

MOTION CARRIED UNANIMOUSLY
  
7. Motion 1: Amendment of Bylaws – Head Office Location – Fraser Head.
  - a. *Resolved*, That Article 1, Section 1.3 of the bylaws be amended, as indicated:
    - i. Head Office - The head office of the Corporation shall be located in the Greater Toronto Area, including the City of

Toronto and the Regional Municipalities of Durham, York, and Peel.

- b. moved by Scott Perry, Quinte
  - c. seconded by Jason Marshall, United Counties
  - d. change is to comply with Corporations Canada requirements.
- MOTION CARRIED UNANIMOUSLY

8. Motion 2: Amendment of By-laws - Appointment of Directors – Fraser Head.

- a. *Resolved*, That Article 4, Sections 4.8 to 4.15 of the bylaws be amended, as indicated:

**Election and Appointment of Directors**

4.8 Eligibility - Any individual who is 18 years of age or older and who has the power under law to contract may be nominated for election or appointment as a Director.

4.9 Nomination - A nomination for election as a Director shall occur as follows:

- a) Applications for nomination shall be sent to each Member 90 days prior to the Special General Meeting;
- b) Applications are to be signed and returned to the Nominating Committee by nominees 60 days prior to the Special General Meeting;

4.10 Circulation of Nominations - Valid nominations shall be circulated to Members at least 30 days prior to the Special General Meeting.

4.11 Election - The election of Directors shall take place at the Special General Meeting by those Members present and eligible to vote, or who are represented at the Special General Meeting by proxy. The vote shall be done by secret ballot.

4.12 Decision - The nominees receiving the greatest number of votes in accordance with the number of vacant positions shall be declared elected. A nominee shall be acclaimed elected if there is only one nomination.

4.13 Appointment – An appointment of a Director shall occur as follows:

- a) Any eligible individual may be nominated by a Director with the support of at least one other Director;
- b) A nomination for appointment shall be presented to the board as a notice of motion not less than 30 days prior to a vote on the nomination;
- c) Approval of an appointment shall be by simple majority of the Directors.
- d) The number of appointed Directors shall not exceed one-third or a maximum of three Directors.

4.14 Terms - The Terms of the elected and appointed Directors shall be in accordance with the following:

- a) Elected and appointed Directors shall hold office for a term of three years and shall hold office until their successors have been duly elected or appointed in accordance with these Bylaws, unless they resign, are removed from or vacate their office.
- b) Elected and appointed Directors shall only be eligible to maintain office for a maximum of two terms.
- c) Elected and appointed Directors shall be eligible for a third term if nominated by the nominating committee.

4.15 Staggered Terms - The terms of elected Directors shall be staggered as follows:

- a) At the first Special General Meeting following the adoption of these Bylaws, one-third of the Directors shall be elected for a term of one year, one-third of the Directors shall be elected for a term of two years, and the remaining Directors shall be elected for a term of three years.
- b) Thereafter all Directors shall be elected for a term of three years.

4.16 Vacancy - Where the position of a Director becomes vacant for whatever reason, the Board may appoint a qualified individual to fill the vacancy until such time as a Director is elected or appointed in accordance with these Bylaws.

b. Rationale

- i. current by-laws allow us to elect 9 board members
  - ii. elections each year for 3 board members
  - iii. addition will provide for appointment of additional board members, not exceeding one-third or 3 directors
  - iv. board has considerable expertise in science fairs, but has had difficulty attracting and electing people from other sectors
  - v. need people from different areas of interest to give us more ideas of things
  - vi. doesn't change majority vote on board for elected directors
  - vii. still 3 year appointments
- c. moved by Chuck Buckley, Calgary Youth
  - d. seconded by Greg Moore, Chatham-Kent
  - e. motion read as requested
  - f. Discussion
    - i. Brian Patrick (CWSF2010) – why would directors be appointed for 3 years – as worded. Could this not be at the discretion of the board?

1. A director may resign at any time; 3 year term provides a maximum before appointment or election is required.
- ii. John Jack (Manitoba Schools Science Symposium) – If one of elected directors resigns, would that position be filled by appointment or election?
  1. Bylaws provide for appointment to fill a vacancy, but one-third or maximum of 3 appointees would always apply.
- g. Vote: 56 for; 3 against; 3 abstentions  
MOTION CARRIED BY MAJORITY

9. Other Business – John Jack, Co-Chair (CWSF2009)
  - a. Observed that no motions were made to accept reports
    - i. treasurer's report was accepted at AGM
    - ii. executive director's report was for information
  - b. Questioned whether the SGM is for information only
    - i. Lorne responded – fiscal year means that AGM must be in November
    - ii. financial report presented at AGM (by legal requirement)
    - iii. AGM has toll-free conference line for Members – physical venue provided
    - iv. AGM still requires quorum (of 15)
  - c. comments by Reni
    - i. fiscal year for YSF begins on July 1
    - ii. Corporations Canada requires that AGM must be held within 6 months, so between July 1 and December 31.
    - iii. Bylaws state that business of AGM must be restricted to the items legally required to be carried on at AGM (approval of financial report and appointment of auditor)
    - iv. all other business must be conducted at SGM

10. Adjournment.
  - a. Jim Kreuger, Kivalliq
  - b. Motion to adjourn at 14:37MOTION CARRIED UNANIMOUSLY